

# **EXHIBIT A**



Lloyds TSB Group plc  
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Truett Tate  
Group Executive Director  
Wholesale and International Banking

February 23<sup>rd</sup>, 2005

Board of Governors of the Federal Reserve System  
20th Street and Constitution Avenue, N.W.  
Washington, D.C. 20551  
United States of America

Re: Assurance of Availability of Information, Consent to Jurisdiction,  
and Designation of an Agent for Service of Process

Dear Sir/Madam:

Lloyds TSB Group plc ("Lloyds Group"), a company organized under the laws of Scotland, will make available to the Board of Governors of the Federal Reserve System ("Board") such information on the operations of Lloyds Group and any affiliate<sup>1</sup> of Lloyds Group that the Board deems necessary to determine and enforce compliance with the Bank Holding Company Act, the International Banking Act, and other applicable federal law, provided that if the disclosure of such information is prohibited by law or otherwise, Lloyds Group will cooperate with the Board including, without limitation, by seeking to obtain timely waivers of or exemptions from any applicable confidentiality or secrecy restrictions or requirements in order to enable Lloyds Group to make any such information available to the Board.

In addition, Lloyds Group consents to the jurisdiction of the federal courts of the United States and of all United States governmental agencies, departments and divisions for purposes of any and all claims made by, proceedings initiated by, or obligations to, the United States, the Board, and any other United States governmental agency, department or division, in any matter arising under U.S. Banking Law.<sup>2</sup>

<sup>1</sup> An "affiliate" of a foreign bank or a parent of a foreign bank is any company that controls, is controlled by, or is under common control with, the foreign bank or the parent of the foreign bank. See C.F.R. § 211.21.

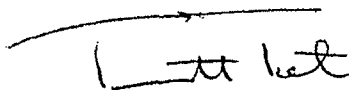
<sup>2</sup> For purposes of this commitment, "US Banking Law" means:

1. all federal and state statutes, rules, and regulations that the Board, the Office of the Comptroller of the Currency (the "OCC"), the Federal Deposit Insurance Corporation (the "FDIC"), or any other federal banking agency or department (individually, a "Federal Banking Authority" and collectively, the "Federal Banking Authorities") administers or for which such Federal Banking Authority has rulemaking or enforcement authority, including without limitation, all provisions of Title 12, United States Code, as from time to time may be applicable to Lloyds Group, its subsidiaries and affiliates, and any institution-affiliated party (as defined in section 3(u) of the Federal Deposit Insurance Act (an "IAP")) of each thereof;

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Lloyds Group designates Kevin P. McKendry, Senior Counsel, Lloyds TSB Bank, plc, 1251 Avenue of the Americas, New York, New York 10020, as its registered agent to receive service of process on Lloyds Group in connection with such action. Lloyds Group agrees to maintain a registered agent in the United States and to notify the Board of any change in the designated registered agent.

Sincerely yours,



Truett Tate  
Group Executive Director  
Wholesale & International Banking

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2. all federal criminal laws of which violation(s) arise(s):

- a. from the applicability of any provision of a U.S. Banking Law, or
  - b. under Section 1001 of Title 18 of the United States Code as it relates to information, statements, omissions, writings, or reports to a Federal Banking Authority, or
  - c. under Sections 1004 through 1007 of Title 18 of the United States Code, or any other provisions of Title 18 of the United States Code applicable to the ownership, control, operations or activities of a bank, bank holding company, or subsidiary thereof, to the operations or activities of a foreign bank or a branch or agency of a foreign bank, or to the activities of any IAP with respect to such bank, bank holding company, or subsidiary, or branch or agency, or
  - d. the Bank Secrecy Act, or the Currency and Foreign Transactions Reporting Act; and,
3. any order issued or written agreement entered into by any Federal Banking Authority or an administrative law judge acting under authority delegated by any Federal Banking Authority or federal court of competent jurisdiction pursuant to a U.S. Banking Law against or with Lloyds Group, any subsidiary or affiliate, any IAP, or any branch or agency.

DC:394195.1